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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11
	:	
CIT GROUP INC. and	:	Case No. 09-16565
CIT GROUP FUNDING COMPANY	:	
OF DELAWARE LLC,	:	
	:	
Debtors. ¹	:	(Motion for Joint Administration Pending)
	:	
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**DECLARATION PURSUANT TO
LOCAL BANKRUPTCY RULE 1007-2 AND IN SUPPORT OF CHAPTER 11
PETITIONS AND VARIOUS FIRST DAY APPLICATIONS AND MOTIONS**

I, Robert J. Duffy, declare as follows under penalty of perjury:

1. I am a Senior Managing Director and Northeast region leader of FTI Consulting, Inc.'s ("FTI") Corporate Finance practice. FTI is a financial advisory services firm with numerous offices throughout the country. I have held the Senior Managing Director position since 2002. I have more than 22 years of experience serving as an advisor to

¹ CIT Group Inc. is located at 505 Fifth Avenue, New York, NY 10017. Its tax identification number is 65-xxx1192. In addition to CIT Group Inc., CIT Group Funding Company of Delaware LLC, Case No. 09-16566, is a debtor in these related cases. CIT Group Funding Company of Delaware LLC is located at 1 CIT Drive, Livingston, NJ 07039. Its tax identification number is 98-xxx9146.

corporations, creditors, boards of directors and shareholders of underperforming businesses and companies in transition. My corporate finance and restructuring experience includes assisting companies and their creditors in achieving the successful restructuring of both senior notes and debentures. I have substantial experience in a number of industries as a result of leading successful out-of-court and Chapter 11 restructurings for companies with operations in both the United States and throughout the world. I have significant experience in the banking sector.

2. On July 15, 2009, FTI was engaged to provide financial advisory services to CIT Group Inc. ("CIT"), a corporation organized under the laws of the state of Delaware and the ultimate parent of CIT Group Funding Company of Delaware LLC ("Delaware Funding"), the other debtor and debtor-in-possession in the above-captioned chapter 11 cases (collectively, the "Debtors"). Since this time, I have developed a great deal of institutional knowledge regarding the Debtors' operations, finance and systems. I submit this declaration (the "Declaration") pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Bankruptcy Rules") and in support of the Debtors' (a) voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and (b) "first-day" motions and applications, which are being filed concurrently herewith (collectively, the "First Day Pleadings"). I am authorized by each of the Debtors to submit this Declaration in support of the Debtors' chapter 11 petitions and the First Day Pleadings described herein.²

3. In my capacity as the Debtors' financial advisor, I have become familiar with the Debtors' day-to-day operations, financial conditions, business affairs, and books and

² Unless otherwise defined, capitalized terms used herein shall have the meaning ascribed to them in each relevant First Day Pleading.

records. Except as otherwise indicated, all statements in this Declaration are based upon my personal knowledge; information supplied or verified by the Debtors' personnel in departments within the various business units of the Debtors; my review of the Debtors' books and records as well as other relevant documents; my discussions with other members of the Debtors' management team; my opinion based upon experience, expertise, and knowledge of the Debtors' operations and financial condition; or information provided to me by other professionals at FTI. In making my statements based on my review of the Debtors' books and records, relevant documents, and other information prepared or collected by the Debtors' employees, I have relied upon these employees accurately recording, preparing, collecting, or verifying any such documentation and other information. If I were called to testify as a witness in this matter, I would testify competently to the facts set forth herein.

4. Section I of this Declaration provides an overview of the Debtors' businesses and operations. Section II of the Declaration describes the Debtors' corporate and capital structure. Section III describes the developments that led to the Debtors' filing for relief under chapter 11 of the Bankruptcy Code. Finally, Section IV sets forth the specific information required under Local Bankruptcy Rule 1007-2.

I. THE DEBTORS' BUSINESS AND OPERATIONS

A. The Chapter 11 Cases

5. Contemporaneously with the filing of this Declaration (the "Petition Date"), each of the Debtors filed a voluntary petition commencing a case in this Court under chapter 11 of the Bankruptcy Code. The Debtors will continue to operate their businesses and manage their properties as debtors-in-possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

B. Overview of the Debtors' Businesses

6. Founded in 1908 and headquartered in New York City, CIT – through its Debtor and non-Debtor subsidiaries (collectively, the "Company") – is a leading commercial finance company, providing commercial financing and leasing products and management advisory services to clients in small and middle market businesses across the globe. The Company employs approximately 3,119 people in the United States, of whom approximately 533 are employed by the Debtors. None of the Company's employees are covered by collective bargaining agreements.

7. On December 22, 2008, CIT became a bank holding company regulated by the Board of Governors of the Federal Reserve System under the United States Bank Holding Company Act of 1956. With approximately \$71 billion in assets as of June 30, 2009, CIT is one of the 25 largest United States bank holding companies and is the sixth largest lender of commercial and industrial loans. The commercial and industrial lending represents a higher portion of the Company's assets than for any other United States banking institution.

8. Among other subsidiaries, CIT controls CIT Bank, which is chartered by the Department of Financial Institutions of the State of Utah as a state bank. As of June 30, 2009, CIT Bank, which had primarily funded consumer loans in conjunction with select vendor programs until 2008 (when it shifted its focus to commercial lending) had total assets of approximately \$9.9 billion. CIT Bank's primary regulators are the Federal Deposit Insurance Corporation ("FDIC") and the Utah Department of Financial Institution. CIT Bank is not a Debtor in these chapter 11 cases.

9. CIT is the ultimate parent of all of the Company's corporate entities. C.I.T. Leasing Corporation ("CIT Leasing") is the direct parent of Delaware Funding, and in turn The CIT Group/Equipment Financing Inc. ("CIT Equipment Financing") is the direct parent of CIT

Leasing. CIT is the direct parent of CIT Equipment Financing. Neither CIT Leasing nor CIT Equipment Financing are Debtors in these chapter 11 cases.

10. Delaware Funding is an indirect, wholly owned subsidiary of CIT.

Delaware Funding was formed for the purpose of acting as CIT's finance subsidiary for issuing debt to fund certain of CIT's operations, including those in Canada and parts of Europe. All indebtedness of Delaware Funding is guaranteed by CIT, its ultimate parent.

11. The Company serves clients in over 30 industries, including transportation (particularly aerospace and rail), manufacturing, wholesaling, retailing, healthcare, communications, media and entertainment and various service-related industries. Moreover, its business is global in scope, spanning 50 countries, primarily in North America, but also in Europe, Latin America, Australia and the Asia-Pacific region.

12. The Company offers a range of financing and leasing products including asset-based loans, secured lines of credit, leases (operating, finance, and leveraged), vendor finance programs, import and export financing, debtor-in-possession/turnaround financing, acquisition and expansion financing, letters of credit and trade acceptances structuring, uncollateralized loans such as cash-flow loans and small business loans. It also provides advisory services across a range of business areas including financial risk management, asset management and servicing, merger and acquisition advisory services, debt restructuring, credit protection, account receivables collection, debt underwriting and syndication, capital markets, and insurance services to small businesses and middle market customers.

13. As a bank holding company, CIT is prohibited from certain business activities — either directly or indirectly through its subsidiaries and affiliates — including certain of its insurance services and equity investment activities. The Federal Reserve, however,

recognizes certain bank holding companies that are well capitalized and well managed as financial holding companies. Financial holding companies, in turn, are authorized to engage in a broader range of activities, including securities underwriting and dealing, insurance underwriting and agency, and other activities. CIT is presently not registered as a financial holding company; therefore, if it does not elect and obtain approval to hold such status, certain of the Company's existing activities and assets will have to be divested or terminated by December of 2010, comprised primarily of certain insurance services and equity investment activities.

14. The Company operates its business primarily through four business segments: (a) Corporate Finance, (b) Transportation Finance, (c) Trade Finance, and (d) Vendor Finance. The Corporate Finance segment originates transactions at CIT Bank. In addition, CIT has a portfolio of consumer loans originated by CIT Bank. None of the Company's operations are conducted through the Debtors.

(a) Corporate Finance

15. Through the Corporate Finance segment, the Company offers borrowers a full spectrum of financing alternatives, ranging from working capital loans secured by accounts receivable and inventories, term loans secured by fixed assets, to leveraged loans based on operating cash flow and enterprise valuation. The loans offered are primarily senior secured loans and may be fixed or variable rate and either revolving or term. Additionally, the Company provides equipment lending and leasing products, including loans, leases, wholesale and retail financing packages, operating leases, and sale-leaseback arrangements to meet the various customers' needs. Lastly, through this business segment, the Company offers investment banking services, primarily targeting leading middle market companies, and collects fees for these activities. As of June 30, 2009, the Corporate Finance segment held assets totaling approximately \$19 billion — 30.2% of the Company's total finance and leasing portfolio assets.

(b) Transportation Finance

16. The Company's Transportation Finance segment specializes in providing customized leasing and secured financing primarily to end-users of aircraft and railcars. The Company's transportation equipment financing products include operating leases, single investor leases, equity portions of leveraged leases, and sale and leaseback arrangements, as well as loans secured by equipment. The Company's equipment financing clients represent major and regional airlines worldwide, North American railroad companies, and middle-market to larger-sized aerospace and defense companies. As of June 30, 2009, the Transportation Finance segment held assets totaling approximately \$15 billion — 23.1% of the Company's total finance and leasing portfolio assets.

(c) Trade Finance

17. The Company's Trade Finance segment offers a full range of domestic and international services involving accounts receivable primarily in the United States, but also in Asia and Europe. These services include working capital and term loans, factoring, receivable management outsourcing, bulk purchases of accounts receivable, import and export financing, and letter of credit programs. A substantial part of this segment's business is in the form of "factoring" — that is, the purchase of accounts receivable for a fee commensurate with the underlying degree of credit risk and recourse. The Trade Finance segment offers its services to a range of industries including apparel, textile, furniture, home furnishings, and electronics. As of June 30, 2009, the Trade Finance segment held assets totaling approximately \$5 billion — 7.9% of the Company's total finance and leasing portfolio assets.

(d) Vendor Finance

18. The Company has numerous vendor relationships and operations servicing customers around the globe. The vendor relationships span over a wide range of industries,

including information technology, telecommunications, equipment, healthcare, and other diversified asset types of industries. Through its Vendor Finance segment, the Company delivers customized financing solutions primarily to commercial customers of its vendor partners.

Vendor Finance includes a small and mid-ticket commercial business, which focuses on leasing office equipment, computers and other technology products primarily in the United States and Canada. Vendor Finance also houses CIT Insurance Services, through which the Company offers insurance and financial protection products in key markets around the world. As of June 30, 2009, the Vendor Finance segment held assets totaling approximately \$13 billion — 19.8% of the Company's total finance and leasing portfolio assets.

(e) Consumer Finance

19. The Company previously offered student and mortgage loans to consumers. However, the Company closed the mortgage originating platform in 2007 and ceased originating student loans in 2008. The remaining consumer mortgage assets and operations were sold in 2008 while the remaining student loan portfolio is being run-off through the Company's Consumer Finance segment, whereby the loans' receivables are being collected in accordance with their contractual terms. As of June 30, 2009, the Consumer Finance segment held \$12 billion in assets (98% of which comprised student loans) — 18.7% of the Company's total finance and leasing portfolio assets. Of the student loans, \$11.4 billion was 95-97% guaranteed by the U.S. Government. Approximately 70% of the student loans are serviced in-house, with servicing on the remainder outsourced to third parties.

II. THE DEBTORS' CORPORATE AND CAPITAL STRUCTURE

A. Organizational Structure

20. A streamlined corporate organization chart of the Company is attached hereto as Exhibit A. The chart indicates the two Debtors in these chapter 11 cases.

B. Outstanding Equity

21. CIT's common stock is publicly traded on the New York Stock Exchange under the symbol "CIT." As of June 30, 2009, 392,067,503 shares of CIT's common stock were outstanding and held by a total of 73,154 record holders.³ In addition to its common stock, CIT has issued four series of preferred stock.

(a) Series A Preferred Stock

22. On July 26, 2005, CIT issued 14 million shares (\$0.01 par value per share) of Series A Preferred Stock for \$350 million. The Series A Preferred Stock pays quarterly non-cumulative dividends, when and if declared by CIT's board, at an annual fixed rate of 6.35%. Such dividends were most recently paid on June 15, 2009. The Series A Preferred Stock is non-voting and has a liquidation preference of \$25 per share. The Series A Preferred Stock has no stated maturity date nor is it redeemable prior to September 15, 2010; it is redeemable thereafter at \$25 per share at CIT's option. The Series A Preferred Stock is the only series of CIT's preferred stock that is registered under the Securities Exchange Act of 1934.

(b) Series B Preferred Stock

23. On July 26, 2005, CIT also issued 1.5 million shares (\$0.01 par value per share) of Series B Preferred Stock for \$150 million. The Series B Preferred Stock pays quarterly non-cumulative dividends, when and if declared by CIT's board, at an annual fixed rate of

³ Source: Form 10-K of CIT Group Inc. filed pursuant to Section 15(d) of the Securities Exchange Act of 1934 on February 17, 2009.

5.189% through September 15, 2010 and thereafter at the applicable adjustable rate as specified in the certificate of designations. Such dividends were most recently paid on June 15, 2009. The Series B Preferred Stock is non-voting and has a liquidation preference of \$100 per share. The Series B Preferred Stock has no stated maturity date nor is it redeemable prior to September 15, 2010; it is redeemable thereafter at \$100 per share at CIT's option.

(c) Series C Preferred Stock

24. Between April 21 and April 23, 2008, CIT also issued 11.5 million shares (\$0.01 par value per share) of Series C Preferred Stock for net proceeds of \$558 million (after deducting underwriting commissions and expenses). The Series C Preferred Stock pays non-cumulative dividends every three months beginning June 15, 2008, when and if such dividends are declared by CIT's board, at an annual fixed rate of 8.75%. Such dividends were most recently paid on June 15, 2009. Each share of Series C Preferred Stock is convertible at any time, at the holder's option, into 3.9526 shares of CIT's common stock, plus cash in lieu of fractional shares. The conversion rate is subject to customary anti-dilution adjustments and may also be adjusted upon the occurrence of certain other events. In addition, on or after June 20, 2015, CIT may cause some or all of the Series C Preferred Stock to be converted into common stock provided that CIT's common stock has a closing price exceeding 150% of the then applicable conversion price for 20 trading days (whether or not consecutive) during any period of 30 consecutive trading days. The Series C Preferred Stock has a liquidation preference of \$50 per share.

(d) Series D Preferred Stock

25. On December 31, 2008, under the United States Department of Treasury's Troubled Asset Relief Program ("TARP") Capital Purchase Program, CIT issued to the United

States Treasury 2.33 million shares of Series D Preferred Stock, for proceeds of \$1.911 billion.⁴

Cumulative dividends on the Series D Preferred Stock are payable at 5% per annum through December 31, 2013 and at a rate of 9% per annum thereafter. Such dividends were most recently paid on May 15, 2009. The Series D Preferred Stock will be accreted to the redemption price of \$2.33 billion over five years. The Series D Preferred Stock has a liquidation preference of \$1,000 per share.

(e) Convertible Equity Units

26. During 2007, CIT sold 27.6 million equity units with a stated amount of \$25.00 for a total stated amount of \$690 million. The equity units consist of a contract to purchase CIT common stock and a 2.5% beneficial ownership interest in a \$1,000 principal amount senior note due November 15, 2015. Moreover, they carry a total distribution rate of 7.75%. In December 2008, 19.6 million of the equity units were voluntarily exchanged, resulting in the extinguishment of approximately \$490 million of senior debt in exchange for the issuance of 14 million shares of common stock and payment of approximately \$80 million of cash to participating investors. The remaining outstanding equity units convert to common stock no later than November 17, 2010 at a minimum price of \$34.98, which amount represents the closing price of CIT's common stock on October 17, 2007.

C. The Debtors' Assets and Liabilities

27. The Company generates revenue by earning interest income on the loans held on its balance sheet, collecting rentals on the lease of equipment, and earning fee and other income for providing financial services. In addition, it syndicates and sells certain finance

⁴ CIT also issued to the United States Treasury a 10 year warrant to purchase up to 88.7 million shares of common stock at an initial exercise price of \$3.94 per share for total aggregate proceeds of \$2.33 billion (which amount includes the \$1.911 billion in proceeds from the Series D Preferred Stock).

receivables and equipment to leverage its origination capabilities, reduce concentrations, manage its balance sheet and improve liquidity. Lastly, it receives revenue from the retained servicing rights and retained interests in securitization transactions that it enters into. In a typical asset-backed securitization, the Company sells a "pool" of secured loans or leases to a special-purpose entity ("SPE"). The SPE, in turn, issues certificates and/or notes that are collateralized by the pool and entitle the holders thereof to participate in certain pool cash flows. The Company usually (a) retains the servicing rights of the securitized assets, for which it earns periodic or "on going" servicing fees and (b) participates in certain "residual" cash flows of the pool (cash flows after payment of principal and interest to certificate and/or note holders, servicing fees and other credit-related disbursements).

28. Historically, the Company funds its non-bank business in the global capital markets, principally through asset-backed and other secured financing arrangements, various forms of unsecured debt, the sale of Series D Preferred Stock issued to the United States Department of Treasury, the sale of Series A, B, and C preferred stock, bank borrowings, and participation in the capital markets. CIT Bank, on the other hand, funds itself via broker-originated deposits and securitization vehicles. It also has the authority to issue other forms of FDIC insured deposits.

29. As of June 30, 2009, the Company, on a consolidated basis, had assets totaling approximately \$71 billion and total liabilities of approximately \$64.9 billion. The bulk of the liabilities were long-term borrowings of approximately \$54.1 billion. By contrast, the next-greatest liabilities were credit balances of factoring clients and deposits amounting to approximately \$2.7 billion and \$5.4 billion, respectively.

(a) Senior Credit Facility

30. On July 20, 2009, the Company and certain of its subsidiaries entered into a syndicated senior secured term loan facility, as amended and restated on July 29, 2009, for up to \$3 billion with Barclays Bank PLC, as administrative agent and collateral agent. As of August 4, 2009, the Company had drawn the entire \$3 billion in financing under such facility. On October 28, 2009, the Company entered into a further amendment and restatement of the facility, which permits additional commitments for multiple-draw senior secured term loans in an aggregate principle amount equal to up to \$4.5 billion (the "Senior Credit Facility"). Bank of America, N.A. is the administrative and collateral agent under the Senior Credit Facility. As of October 30, 2009 the Company had drawn the entire additional \$4.5 billion under the Senior Credit Facility. The total aggregate principal amount drawn by the Company under the Senior Credit Facility is \$7.5 billion.

(b) Unsecured Bank Credit Facilities

31. Because of credit downgrades in 2008, the Company lost access to the "A-1/P-1" commercial paper market. As a result, by December 31, 2008, the Company had fully drawn under two senior unsecured revolving credit facilities: (i) a \$2.1 billion facility expiring April 13, 2010 with Citibank, N.A. as administrative agent for a syndicate of lenders, and (ii) a \$1 billion facility expiring December 6, 2011 with Citibank, N.A. as administrative agent for a syndicate of lenders (together, the "Revolvers"). As of the Petition Date, the total outstanding amount under these unsecured credit facilities was approximately \$3.1 billion.

32. In addition to the Revolvers, the Company entered into two unsecured five-year term loan agreements with Mizuho Corporate Bank Ltd. as arranger, initial lender and agent for a syndicate of lenders: (i) a JPY 20 billion term loan expiring September 30, 2010, and (ii) a \$100,000,000 term loan expiring September 29, 2011 (together, the "Term Loan Facilities").

(c) *Letter of Credit Facilities*

33. Prepetition, CIT and certain related entities had access to several letter of credit facilities, which they used to issue letters of credit on behalf of their borrowers and drew on in support of their own general business needs. First, there is a \$750 million uncollateralized standby letter of credit facility extended by a syndicate of approximately 27 banks, JPMorgan Chase Bank, N.A. being the lead bank in the facility ("JPM L/C Facility"). As of the Petition Date, the Debtors had drawn approximately \$350 million on the JPM L/C Facility. The JPM L/C Facility expires in May 2010. Most of the letters of credit that are written under this facility require one year commitments. CIT is unable to write any letters of credit that mature past May 2010.

34. Second, there are individual documentary and commercial letters of credit extended by Bank of America, HSBC, JP Morgan Chase, and Wachovia (together with the JPM L/C Facility, the "Prepetition L/C Facilities") that are collateralized by the assets held in collateral accounts at these banks. These letters of credit are not given under a set or committed capacity. The banks that have been issuing these letters of credit have not been amenable to rolling or extending additional capacity to CIT.

35. In order to fill the voids created by CIT's inability to fully access the Prepetition L/C Facilities, the Company, prior to the filing of these chapter 11 cases, obtained a new letter of credit facility for the issuance of standby and documentary letters of credit with Bank of America, N.A. as administrative agent (the "BoA L/C Facility"). The BoA L/C Facility may be cash collateralized during the pendency of these cases through borrowings under the Expansion Facility.

(d) *Other Secured Borrowings*

36. As of June 30, 2009, the Company had outstanding approximately \$17.6 billion in secured debt facilities with various maturities. The assets related to these secured borrowings are primarily owned by special purpose entities that are consolidated in the Company's financial statements, and the creditors of these special purpose entities have received ownership and, or, security interests in the assets. Among the Company's secured debt facilities is a long-term, committed financing facility with Goldman Sachs International ("GSI") that is structured and documented as a total return swap (the "Goldman Facility"). The maximum notional amount of the Goldman Facility is \$3 billion during its first ten years of the contract, and thereafter the maximum notional amount declines by \$300 million per year for ten years. None of the Debtors were borrowers under the Company's secured debt facilities.

37. On October 28, 2009, CIT Financial Ltd. ("CFL"), a wholly owned subsidiary of CIT has reached an agreement in principle to amend the Goldman Facility (the "Goldman Amendment"). Pursuant to the Goldman Amendment, the size of the Goldman Facility will be reduced to \$2.125 billion and CFL will post collateral to secure certain make-whole payments due to GSI on the reduced size of the GSI Facility. The amount of the collateral will initially be \$250 million and will increase to and be capped at 75% of the reduced make-whole calculation outstanding at any time. In connection with the reduction of the Goldman Facility's size, CFL will make a pro-rata make-whole payment to GSI on the amount of the reduction of the facility under the terms of the original agreements between the parties. In exchange for the posting of collateral, subject to certain terms, GSI has agreed to forbear from taking any action during a bankruptcy of CIT who serves as a guarantor under the Goldman Facility. All other material terms of the Goldman Facility remain unchanged including, without limitation, the facility fee in the amount of 285 basis points.

(e) Senior Unsecured Notes

38. As of June 30, 2009, the Company had outstanding approximately \$7.5 billion in variable-rate senior unsecured notes with various maturities. As of December 31, 2008, the consolidated weighted-average interest rate on the Company's variable-rate senior unsecured notes was 2.74%.

39. As of June 30, 2009, the Company also had outstanding approximately \$23.8 billion in fixed-rate senior unsecured notes with various maturities through 2036. The consolidated weighted-average interest rate on the fixed-rate senior debt as of December 31, 2008 was 5.32%.

(f) Junior Subordinated and Convertible Notes

40. As of June 30, 2009, the Company had outstanding approximately \$2.1 billion from three issuances of junior subordinated and convertible notes. On December 24, 2008, the Company issued approximately \$1.15 billion of junior subordinated notes carrying a 12% rate of interest and maturing in 2018 and paid approximately \$550 million in exchange for \$1.7 billion of previously outstanding senior notes. In 2007, the Company issued \$750 million in junior subordinated notes carrying an interest rate of 6.1% per year until June 2017, and three-month LIBOR plus 1.815% thereafter until the notes mature in 2067. The balance of the \$2.1 billion primarily comprises equity units which, as stated above, carry a distribution rate of 7.75% and convert into common stock of CIT in November 2010 at a minimum price of \$34.98, which represents the closing price of CIT common stock on October 17, 2007.

III. EVENTS LEADING TO THE CHAPTER 11 FILINGS

A. Events Leading to the Filing of the Chapter 11 Cases

41. The global financial market crisis and negative economic conditions materially and adversely affected the Company's liquidity position and operating results over the past 30 months. Prior to the current economic crisis, the Company experienced 100 years of uninterrupted profitability. Starting in 2008, however, it began experiencing a significant deterioration of its business and financial condition.

42. Much of the Company's initial difficulty can be attributed to its sub-prime home lending business. The Company ceased origination in this business in 2007 and disposed of the portfolio in its entirety in 2008. In addition, the Company's business historically relied upon access to both the secured and unsecured debt capital markets for cost-efficient funding. The disruptions in the credit markets coupled with the global economic deterioration that began in 2007, and downgrades in the Company's credit ratings to well below investment grade in 2008 and 2009, materially worsened the Company's liquidity situation and left it without access to the unsecured debt market and impaired its access to cost efficient secured financing. Since January 2008, the Company has obtained interim financing through secured financings and has reduced financing needs through balance sheet contraction.

43. As part of its overall plan to transition to a bank-centric business model, the Company (i) applied to participate in the FDIC's Temporary Liquidity Guarantee Program ("TLGP"), which would have enabled the Company to issue government guaranteed debt; and (ii) applied for exemptions under Section 23A of the Federal Reserve Act ("Section 23A") to transfer a significant portion of its U.S. assets to CIT Bank, which would have enabled the Company to generate liquidity by leveraging the deposit-taking capabilities of CIT Bank. In April 2009, the Federal Reserve granted the Company a partial Section 23A wavier to transfer \$5.7 billion of

government-guaranteed student loans to CIT Bank. In connection with this transaction, CIT Bank assumed \$3.5 billion in debt and paid \$1.6 billion in cash to CIT Group Inc.

44. On July 15, 2009, the Company was advised that there was no appreciable likelihood of additional government support being provided in the near term, through either participation in the FDIC's TLGP or further approvals of asset transfers under its pending Section 23A exemption request. Following the announcement of these developments, the Company experienced higher draws on financing commitments which accelerated the degradation of its liquidity position. This liquidity situation, continued portfolio deterioration and the weak economic and credit environment, all weighed heavily on the Company's recent financial performance.

45. In order to meet its near-term liquidity needs, the Company entered into the Senior Credit Facility, described above. The Senior Credit Facility required the Company to adopt and comply with a restructuring plan acceptable to a majority in number of a committee comprised of certain lenders under the Senior Credit Facility (the "Steering Committee") by October 1, 2009. This requirement was subject to the fiduciary duty of the Company's board of directors to act in the best interests of the Company and its stakeholders. In addition to entering into the Senior Credit Facility, the Company consummated a cash tender offer for its outstanding Floating Rate Senior Notes due on August 17, 2009, which was completed in accordance with the terms and conditions of the offer.

B. The Proposed Prepackaged Plan of Reorganization

46. In compliance with the Senior Credit Facility, and in consultation with the Steering Committee, the Company launched exchange offers for certain unsecured notes and bank debt on October 1, 2009. The exchange offers were conditioned upon achieving certain liquidity and leverage conditions. These conditions required the reduction of the Company's

debt by at least \$5.7 billion in aggregate, with specific debt reduction targets for the periods from 2009 to 2012.

47. Simultaneously with the commencement of the exchange offers, the Company solicited most of its bondholders and other holders of bank debt to approve a prepackaged plan of reorganization (the "Plan") so that the Company had the option to proceed with a voluntary bankruptcy filing that would be resolved expeditiously with minimal disruption to its business.⁵ Under the Plan, certain of the Company's noteholders will receive new notes as well as shares of newly issued common stock, and in certain instances, Contingent Value Rights. The Company established October 29, 2009 at 11:59 p.m. (Prevailing Eastern Time) as the deadline for receipt of votes to accept or reject the Plan (the "Initial Solicitation"). On October 16, 2009, the Debtors amended the Plan to, among other things, include certain Long-Dated Senior Unsecured Notes that had not been previously solicited as part of the Plan. The Company established November 13, 2009 at 11:59 p.m. (Prevailing Eastern Time) as the deadline for the holders of such notes to vote to accept or reject the Plan (the "Long-Dated Senior Unsecured Notes Solicitation"). The Company further amended the Plan on October 23, 2009 to, among other things, modify the treatment of the Canadian Senior Unsecured Note Claims. In connection with such modification the Company extended the deadline for the holders of Canadian Unsecured Note Claims to vote to accept or reject the Plan until November 5, 2009 at 11:59 p.m. (Prevailing Eastern Time) (the "Canadian Unsecured Notes Solicitation").

48. While the conditions of the exchange offers were not satisfied and the results of Long-Dated Senior Unsecured Notes Solicitation and the Canadian Unsecured Notes Solicitation are still outstanding, the Initial Solicitation results indicate that all impaired classes

⁵ Unless otherwise defined, capitalized terms used herein shall have the meaning ascribed to them in the Plan.

entitled to vote on the Plan have accepted the Plan by more than two-thirds in amount and one-half in number.

49. If consummated, the effect of the Plan will be to significantly deleverage the Company' balance sheets by significantly reducing CIT Group Inc.'s obligations under its bond and bank debt through the conversion of such debt into longer-term maturing debt and equity. The resulting debt structure of the Company will provide much-needed additional liquidity. The Company believes that, through the Plan, holders of claims will obtain a substantially greater recovery from the estates than the recovery they would receive if the Company liquidated. The Company further believes that the Plan, if consummated, will substantially enhance the Company's capital structure and liquidity position, afford the Company the opportunity and ability to continue their businesses as viable going concerns and to execute its broad business restructuring strategy, and preserve ongoing employment for the Company's employees.

IV. FIRST DAY MOTIONS AND ORDERS

50. Concurrently with the filing of their chapter 11 petitions, the Debtors are seeking orders approving the First Day Pleadings (collectively, the "First Day Orders"). The Debtors request that each of the First Day Orders be entered, as each constitutes an integral element in maximizing the value of these estates for the benefit of all parties-in-interest. A list of the First Day Pleadings is attached hereto as Exhibit B.

51. In connection with the preparation of these bankruptcy cases, I have reviewed those First Day Pleadings and First Day Orders that are described herein (including the exhibits thereto), and the facts set forth therein are (a) true and correct to the best of my knowledge, information, and belief, and based upon the information supplied or verified by

various employees of the Debtors, as well as information provided to me by other professionals at FTI and (b) incorporated herein by reference. I believe that the entry of First Day Orders granting the relief requested in the First Day Pleadings is critical to the Debtors' ability to preserve the value of their estates.

V. INFORMATION REQUIRED BY LOCAL BANKRUPTCY RULE 1007-2

52. Local Bankruptcy Rule 1007-2 requires that the Debtors provide certain information, which is set forth below.

53. In accordance with Local Bankruptcy Rule 1007-2(a)(3), and to the best of my knowledge, information, and belief, no creditors' committees were organized prior to the Petition Date. The Steering Committee helped facilitate the development of the Debtors' reorganization Plan.

54. As required under Local Bankruptcy Rule 1007-2(a)(4), Exhibit C lists the following information with respect to the largest unsecured claims of each of the Debtors, excluding claims of insiders: the creditor's name, address (including the number, street, apartment or suite number, and zip code, if not included in the post office address), telephone number, the name(s) of person(s) familiar with the Debtors' accounts, the amount of the claim, and an indication of whether the claim is contingent, unliquidated, disputed or partially secured. In each case, the claim amounts listed on Exhibit C are estimated and subject to verification. In addition, the Debtors reserve their rights to assert remedies, defenses, counterclaims, and offsets with respect to each claim.

55. As required under Local Bankruptcy Rule 1007-2(a)(5), Exhibit D provides the following information with respect to each of the holders of the five (5) largest secured claims against each of the Debtors.

56. As required under Local Bankruptcy Rule 1007-2(a)(6), Exhibit E provides a summary of the Debtors' assets and liabilities on a consolidated basis.

57. As required under Local Bankruptcy Rule 1007-2(a)(7), Exhibit F provides information relating to shares of stock, debentures, or other securities of the Debtors that are publicly held.

58. As required under Local Bankruptcy Rule 1007-2(a)(8), Exhibit G provides a list of all of the Debtors' property in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents, or secured creditor, or agent for any such entity.

59. As required under Local Bankruptcy Rule 1007-2(a)(9), Exhibit H provides a list of the premises owned, leased, or held under other arrangement from which the Debtors operate their business.

60. As required under Local Bankruptcy Rule 1007-2(a)(10), Exhibit I provides the location of the Debtors' substantial assets, the location of their books and records, and the nature, location, and value of any assets held by the Debtors outside the territorial limits of the United States.

61. As required under Local Bankruptcy Rule 1007-2(a)(11) to the best of the Debtors' knowledge and belief, there are no actions or proceedings, pending or threatened, against the Debtors or their property where a judgment against the Debtors or a seizure of the Debtors' property may be imminent.

62. As required under Local Bankruptcy Rule 1007-2(a)(12), Exhibit J provides a list of the names of the individuals who comprise the Debtors' existing senior

management, their tenure with the Debtors, and a brief summary of their relevant responsibilities and experience.

63. As required under Local Bankruptcy Rule 1007-2(b)(1)-(2)(A), Exhibit K provides the estimated amount of weekly payroll to the Debtors' employees on a consolidated basis (not including officers, directors, and stockholders) and the estimated amount, on a consolidated basis, to be paid to officers, stockholders, directors and financial and business consultants retained by the Debtors, for the thirty-day period following the filing of the Debtors' chapter 11 petitions.

64. As required under Local Bankruptcy Rule 1007-2(b)(3), Exhibit L provides a list of estimated cash receipts and disbursements, net cash gain or loss, and obligations and receivables expected to accrue that remain unpaid, other than professional fees on a consolidated basis for the 30 day period following the Petition Date.

VI. CONCLUSION

Accordingly, for the reasons stated herein and in each of the First Day Pleadings, the Debtors request that the relief sought in the First Day Pleadings be approved.

I swear under penalty of perjury that the foregoing is true and correct.

Dated: November 1, 2009

/s/ Robert J. Duffy

Robert J. Duffy

Senior Managing Director of
FTI Consulting, Inc.

EXHIBIT A

Corporate Organization Chart

Corporate Structure Chart of CIT GROUP INC.

[illegible]

EXHIBIT B

List of First Day Pleadings

1. **"Joint Administration Motion"** – Debtors' Motion for Order (I) Directing Joint Administration of the Chapter 11 Cases under Fed. R. Bankr. P. 1015(b), (II) Waiving Requirements of 11 U.S.C. § 342(c)(1) and Fed. R. Bankr. P. 1005 and 2002(n), and (III) Authorizing Debtors to File Required Monthly Operating Reports on a Consolidated Basis
2. **"Consolidated Creditor List Motion"** – Debtors' Motion for Order under 11 U.S.C. § 521, Fed. R. Bankr. P. 1007(d), and Local Bankr. R. 1007-1 Authorizing Debtors to (I) Prepare Consolidated List of Creditors in Lieu of Mailing Matrix and (II) Mail Initial Notices
3. **"Schedules and Statements Motion"** – Debtors' Motion for Order under 11 U.S.C. §§ 105 and 521 and Fed. R. Bankr. P. 1007 (I) Extending Time for Debtors to File their Schedules of Assets and Liabilities and Statements of Financial Affairs, (II) Permanently Waiving Same Upon Confirmation of Debtors' Prepackaged Plan and (III) Waiving Requirements to File Equity List and Serve Notice of Commencement on Equity Security Holders
4. **"FBG Retention Application"** – Debtors' Application for Order under 11 U.S.C. §§ 327(a) and 328 and Fed. R. Bankr. P. 2014 and 3017 Authorizing Employment and Retention of Financial Balloting Group LLC ("FBG") as Voting Agent and Special Noticing Agent for Publicly-Held Securities
5. **"KCC Retention Application"** – Debtors' Application for Order under 28 U.S.C. § 156(C), Fed. R. Bankr. P. 2002 and Local Bankr. R. 5075-1 Authorizing Kurtzman Carson Consultants LLC ("KCC") to Act as Noticing and Claims Agent
6. **"Solicitation, Disclosure Statement and Plan Confirmation Scheduling Motion"** – Debtors' Motion under 11 U.S.C. §§ 105, 341, 1125, 1126, and 1129 and Fed. R. Bankr. P. 2002, 3017, 3018, and 3020 (I) For Order (A) Scheduling Combined Hearing on Adequacy of Disclosure Statement and Confirmation of Plan, (B) Establishing Procedures for Objecting to Disclosure Statement and Plan, (C) Approving Form and Manner of Notice of Combined Hearing and (D) Waiving Requirement for Meetings of Creditors or Equity Security Holders, and (II) For Order (A) Approving Prepetition Solicitation Procedures (B) Approving Adequacy of Disclosure Statement and (C) Confirming Plan of Reorganization
7. **"Case Management Motion"** – Debtors' Motion for Order under 11 U.S.C. §§ 102(1) and 105, Fed. R. Bankr. P. 2002(m), 9006, 9007 and 9014 and Local Bankr. R. 1007-2(e) and 9014-2(f) Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management and Administrative Procedures and (III) Scheduling Initial Case Conference in Accordance with Local Bankr. R. 1007-2(e) and 9014-2(f)

8. **"Cash Management Motion"** – Debtors' Motion for Interim and Final Orders under 11 U.S.C. §§ 105, 345, 363, 364, 503(b)(1), 553, 1107 and 1108 and Fed. R. Bankr. P. 6003 Authorizing (I) Continued Use of Existing Cash Management System and Bank Accounts, (II) Waiver of Certain U.S. Trustee Requirements, (III) Extending the Time to Comply with the Requirements of Section 345(b) of the Bankruptcy Code, and (IV) Continuation of Intercompany Transactions and Grant of Superpriority Status and First Priority Liens on Account of Intercompany Claims
9. **"LC Facility Motion"** – Debtors' Emergency Motion for Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 362, 363 and 364 and Fed. R. Bankr. P. 2002 and 4001 and Local Bankr. R. 4001-2 (I) Authorizing CIT Group Inc. to Enter Into a New Secured Letter of Credit Facility and (II) Scheduling Final Hearing
10. **"JPMorgan Stipulation"** – Debtors' Emergency Motion for Interim and Final Orders Pursuant to 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 2002, 4001 and 9019 Authorizing CIT Group Inc. to Enter Into Stipulation with JPMorgan Chase Bank, N.A.
11. **"Employee Wages and Benefits Motion"** – Debtors' Motion for Interim and Final Orders under 11 U.S.C. §§ 105, 363(b), 507(a), 541, 1107(a) and 1108 Authorizing, but Not Directing, Debtors *Inter Alia* to Maintain Employee Benefits and Pay Prepetition Wages and Compensation
12. **"Taxes Motion"** – Debtors' Motion For Interim and Final Orders under 11 U.S.C. §§ 105, 363(b), 507(a)(8), 1107(a), 1108 and 1129 Authorizing, but Not Directing, the Debtors to Pay Certain Prepetition Taxes and Related Relief
13. **"Ordinary Course Unimpaired Trade Claims Motion"** – Debtors' Motion for Interim and Final Orders under 11 U.S.C. §§ 105, 363, 503(b)(9), 1107 and 1108 and Fed. R. Bankr. P. 6003 Authorizing Payment of Unimpaired Trade Claims in the Ordinary Course of Business
14. **"Equity Securities and Claims (NOLs) Trading Motion"** – Debtors' Motion for Interim and Final Orders under 11 U.S.C. §§ 105, 362 and 541 and Fed. R. Bankr. P. 3001 and 3002 Establishing Notice and Hearing Procedures for Trading in Equity Securities and Claims Against the Debtors' Estates
15. **"Honor Cease and Desist Orders Motion"** – Debtors' Motion for Interim and Final Orders under 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 6003 and 6004 Authorizing, but Not Directing, Debtors to Honor the Written Agreement with the Federal Reserve and the Cease and Desist Orders with Respect to Federal Depository Institution Regulatory Agencies in the Ordinary Course of Business

16. **"Motion for TRO Regarding CIT Rail"** – Debtors' Motion for (I) a Temporary Restraining Order and Preliminary Injunction Pursuant to 11 U.S.C. § 105, Rules 7001(7), 7001(9) and 7065 of the Federal Rules of Bankruptcy Procedure and Rule 65 of the Federal Rules of Civil Procedure or, in the Alternative, (II) Extending the Automatic Stay under 11 U.S.C. § 362(a)

EXHIBIT C

Largest Unsecured Claims (Excluding Insiders)¹

These lists contains creditors holding the largest unsecured claims against the chapter 11 debtors (the "Debtors") as of November 1, 2009. These lists are based upon the books and records of the Debtors that have commenced chapter 11 cases in this Court. The information presented in these lists shall not constitute admissions by, nor are they binding on, the Debtors.

These lists are prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. These lists do not include persons who come within the definition of "insider" set forth in 11 U.S.C. § 101. In addition, these lists do not include any secured creditors.

Certain addresses of creditors (in most instances, foreign creditors) were unavailable at the time the chapter 11 cases were commenced. The Debtors are continuing to attempt to locate complete contact information for these creditors.

Top Unsecured Claims of CIT Group Inc.

	Creditor Name	Contact, Mailing Address & Telephone Number	Nature of claim	Amount of Claim	Contingent, Unliquidated, Disputed or Partially Secured
1.	BANK OF AMERICA N.A. (ADMINISTRATIVE AND COLLATERAL AGENT)	TX1-492-14-11 901 MAIN STREET DALLAS, TX 75202-3714 ATTENTION: RICHARD PILAND TEL: 214-209-0987 1455 MARKET STREET, 5TH FLOOR CA5-701-05-19 SAN FRANCISCO, CA 94103 ATTENTION: CHARLES GRABER TEL: 415-436-3495	EXPANSION TERM FACILITY	\$7,500,000,000	CONTINGENT
2.	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	RETAIL BONDS	\$3,154,378,531	

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits and adjustments, which are not reflected on this schedule.

	Creditor Name	Contact, Mailing Address & Telephone Number	Nature of claim	Amount of Claim	Contingent, Unliquidated, Disputed or Partially Secured
3.	CANADIAN SR. UNSECURED NOTES	PAYING AGENT/TRUSTEE: LARRY O'BRIEN VICE PRESIDENT THE BANK OF NEW YORK MELLON 101 BARCLAY STREET, 8W NEW YORK, NEW YORK 10286 TEL: 212-815-5995	GUARANTEE CIT GROUP INC. IS THE GUARANTOR	\$2,144,000,000	CONTINGENT
4.	CITIBANK NA (ADMINISTRATIVE AGENT)	ANNEMARIE PAVCO 2 PENNS WAY STE 200 NEWCASTLE, DE 19720 TEL: 302-323-3900	BANK DEBT 0.94% DUE 2010	\$2,100,933,533	
5.	GOLDMAN SACHS SWAP AGREEMENT	GOLDMAN SACHS INTERNATIONAL ATTENTION: CREDIT DERIVATIVES MIDDLE OFFICE 85 BROAD ST. NEW YORK, NY 10004 TEL: 212-357-0167	GUARANTEE CIT GROUP INC. AND CIT FINANCIAL (BARBADOS) ARE THE GUARANTORS	\$1,934,565,000	CONTINGENT
6.	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 7.63% DUE 2012	\$1,318,245,100	
7.	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 12.00% DUE 2018	\$1,199,946,308	
8.	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 4.25% DUE 2011	\$1,108,787,348	
9.	ABN AMRO BANK (ECA)	250 BISHOPSGATE LONDON, ENGLAND EC2M 4AA TEL: 44-207-678-8000	GUARANTEE CIT GROUP INC. IS THE GUARANTOR	\$1,063,000,000	CONTINGENT
10	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 0.76% DUE 2010	\$1,000,571,245	
11	CITIBANK NA (ADMINISTRATIVE AGENT)	ANNEMARIE PAVCO 2 PENNS WAY STE 200 NEWCASTLE, DE 19720 TEL: 302-323-3900	BANK DEBT 0.64% DUE 2011	\$1,000,406,379	
12	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.50% DUE 2014	\$827,716,230	

	Creditor Name	Contact, Mailing Address & Telephone Number	Nature of claim	Amount of Claim	Contingent, Unliquidated, Disputed or Partially Secured
13	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 6.10% DUE 2067	\$778,899,131	
14	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 4.75% DUE 2010	\$763,458,333	
15	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 4.25% DUE 2010	\$757,968,750	
16	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.60% DUE 2011	\$750,466,667	
17	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 1.61% DUE 2011	\$737,337,807	
18	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 1.65% DUE 2013	\$736,835,548	
19	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 4.65% DUE 2016	\$701,318,362	
20	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.00% DUE 2014	\$697,968,594	
21	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 3.80% DUE 2012	\$686,456,753	
22	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.00% DUE 2015	\$679,530,263	
23	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.00% DUE 2014	\$679,026,281	
24	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 1.35% DUE 2011	\$669,540,307	
25	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 1.17% DUE 2012	\$655,261,289	

	Creditor Name	Contact, Mailing Address & Telephone Number	Nature of claim	Amount of Claim	Contingent, Unliquidated, Disputed or Partially Secured
26	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.13% DUE 2014	\$640,992,932	
27	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.50% DUE 2016	\$631,825,555	
28	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 4.25% DUE 2015	\$623,192,878	
29	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.40% DUE 2016	\$612,420,551	
30	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.80% DUE 2011	\$558,240,833	
31	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.65% DUE 2017	\$554,796,498	
32	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.20% DUE 2010	\$512,855,556	
33	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 4.13% DUE 2009	\$510,197,917	
34	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.15% DUE 2017	\$510,018,361	
35	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.38% DUE 2010	\$502,558,669	
36	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.40% DUE 2013	\$487,432,480	
37	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.40% DUE 2012	\$485,611,953	
38	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 1.31% DUE 2010	\$474,905,979	

	Creditor Name	Contact, Mailing Address & Telephone Number	Nature of claim	Amount of Claim	Contingent, Unliquidated, Disputed or Partially Secured
39	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.85% DUE 2016	\$394,459,709	
40	COMPUTERSHARE TRUST CO OF CANADA (TRUSTEE)	100 UNIVERSITY AVE 11TH FLOOR TORONTO, ON M5J 2Y1 TEL: 416-263-9200	BOND 4.72% DUE 2011	\$373,709,471	
41	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 5.80% DUE 2036	\$317,542,406	
42	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 6.00% DUE 2036	\$310,566,105	
43	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 6.88% DUE 2009	\$310,312,500	
44	CITIBANK CHINA FACILITY (DUE 2010)	CITIBANK (CHINA) CO., LTD. SHANGHAI BRANCH, 34F CITIGROUP TOWER ATTN: ALPHA WANG NO. 33 HUA YUAN QIAO ROAD LU JIA ZUI FINANCE AND TRADE ZONE SHANGHAI 200120, CHINA TEL: 8621-28966000	GUARANTEE CIT GROUP INC. IS THE GUARANTOR	\$295,016,602	CONTINGENT
45	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 1.01% DUE 2012	\$290,928,481	
46	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 1.32% DUE 2011	\$280,245,695	
47	AUSTRALIAN SR. UNSECURED NOTES	20 BRIDGE STREET SYDNEY NSW 2000 AUSTRALIA PO BOX H224 AUSTRALIA SQUARE NSW 1215 AUSTRALIA TEL: 612-8298-8476	GUARANTEE CIT GROUP INC. IS THE GUARANTOR	\$272,161,338	CONTINGENT
48	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 7.75% DUE 2012	\$261,266,984	

	Creditor Name	Contact, Mailing Address & Telephone Number	Nature of claim	Amount of Claim	Contingent, Unliquidated, Disputed or Partially Secured
49	MIZUHO CORPORATE BANK, NY (TRUSTEE)	1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020 TEL: 212-282-3000	BOND 0.90% DUE 2010	\$223,164,091	
50	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 2.83% DUE 2036	\$222,686,764	
51	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 7.75% DUE 2015	\$203,028,312	
52	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 0.77% DUE 2010	\$150,073,024	
53	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 1.55% DUE 2011	\$115,119,454	
54	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 0.85% DUE 2009	\$113,066,780	
55	MIZUHO CORPORATE BANK, LTD (TRUSTEE)	1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020 TEL: 212-282-3000	BOND 1.42% DUE 2011	\$100,043,399	
56	PAYING AGENCY MANDATE	PAYING AGENT: LOUIS-PHILIPPE MARINEAU, LL.B. PROFESSIONAL, CORPORATE TRUST COMPUTERSHARE 1500, UNIVERSITY ST., SUITE 700, MONTRÉAL, QUÉBEC H3A 3S8 TEL: 514-982-7888	BOND 0.49% DUE 2010	\$97,541,455	
57	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 1.48% DUE 2011	\$65,731,240	
58	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 0.57% DUE 2017	\$50,008,014	

	Creditor Name	Contact, Mailing Address & Telephone Number	Nature of claim	Amount of Claim	Contingent, Unliquidated, Disputed or Partially Secured
59	PAYING AGENCY MANDATE	PAYING AGENT: LOUIS-PHILIPPE MARINEAU, LL.B. PROFESSIONAL, CORPORATE TRUST COMPUTERSHARE 1500, UNIVERSITY ST., SUITE 700, MONTRÉAL, QUÉBEC H3A 3S8 TEL: 514-982-7888	BOND 2.75% DUE 2010	\$49,631,218	
60	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 0.92% DUE 2016	\$34,463,483	
61	JPMORGAN CHASE BANK, NATIONAL ASSOCIATION	ATTN: LEGAL DEPARTMENT- DERIVATIVES PRACTICE GROUP 270 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10017- 2070 TEL: 212-270-6000	DERIVATIVE MARK TO MARKET BALANCE AS OF 10/22/09	\$7,574,178	
62	THE BANK OF NEW YORK (TRUSTEE)	2 NORTH LASALLE SUITE 1020 CHICAGO, IL 60602 TEL: 312-827-8570	GUARANTEE CIT GROUP INC. IS THE GUARANTOR	\$5,000,000	CONTINGENT
63	THE BANK OF NEW YORK MELLON (TRUSTEE)	GLOBAL CORPORATE TRUST ABS CLIENT SERVICES 101 BARCLAY STREET 4W NEW YORK, NY 10286 TEL: 212-815-5539	GUARANTEE CIT GROUP INC. IS THE GUARANTOR	\$5,000,000	CONTINGENT
64	BANCO DE CREDITO FACILITY	CARRERA 7 NO 27-18 BOGOTA, COLOMBIA FAX: 571-640-1032	GUARANTEE CIT GROUP INC. IS THE GUARANTOR	\$2,504,092	CONTINGENT
65	JEFFREY D SIMON	190 KNIGHTSBRIDGE ROAD WATCHUNG, NJ 07069	UNPAID SEVERANCE	\$1,794,750	
66	BANCOLUMBIA FACILITY	CALLE 50 NO 51 66 PISO 7 MEDELLIN, COLOMBIA TEL: 574-510-8866	GUARANTEE CIT GROUP INC. IS THE GUARANTOR	\$1,268,379	CONTINGENT

	Creditor Name	Contact, Mailing Address & Telephone Number	Nature of claim	Amount of Claim	Contingent, Unliquidated, Disputed or Partially Secured
67	SUN LIFE (TRUSTEE)	PAYING AGENT: DONNA KUTCHCOSKI SUN LIFE FINANCIAL 227 KING STREET SOUTH, WATERLOO, ONTARIO N2J 4C5 TEL: 519-888-2703	GUARANTEE CIT GROUP INC. IS THE GUARANTOR	\$1,233,757	CONTINGENT
68	MINDTREE CONSULTING LIMITED	15 INDEPENDENCE BLVD, # 410 WARREN, NJ 07059 TEL: 908-604-8080	VENDOR	\$1,100,000 (Estimated)	
69	LAWRENCE A MARSIELLO	76 SHORE ROAD COLD SPRING HARBOR, NY 11724	UNPAID SEVERANCE	\$976,560	
70	MERCER HUMAN RESOURCE CONSULTING, INC.	44 WHIPPANY ROAD MORRISTOWN, NJ 07962 TEL: 973-401-5050	VENDOR	\$600,000 (Estimated)	
71	MARKIT WSO CORPORATION	13455 NOEL RD, SUITE 1100 LB # 22 DALLAS, TX 75240 TEL: 972-560-4420	VENDOR	\$600,000 (Estimated)	
72	TIMOTHY BENNET	132 OLD KINGS HWY WILTON, CT 06897	UNPAID SEVERANCE	\$443,750	
73	BUCK CONSULTANTS, LLC	ONE NORTH DEARBORN, SUITE 1400 CHICAGO, IL 60602- 4336 TEL: 312-846-3000	VENDOR	\$400,000 (Estimated)	
74	ADECCO USA INC.	175 BROAD HOLLOW RD MELVILLE, NY 11747 TEL: 631-844-7800	VENDOR	\$400,000 (Estimated)	
75	PRUDENTIAL INSURANCE OF AMERICA	ONE CORPORATE DRIVE SHELTON, CT 06484 TEL: 888-778-2888	VENDOR	\$265,000 (Estimated)	

Top Unsecured Claims of CIT Group Funding Company of Delaware LLC

	Creditor Name	Contact, Mailing Address & Telephone Number	Nature of claim	Amount of Claim	Contingent, Unliquidated, Disputed or Partially Secured
1.	BANK OF AMERICA N.A. ADMINISTRATIVE AND COLLATERAL AGENT (EXPANSION TERM FACILITY)	TX1-492-14-11 901 MAIN STREET DALLAS, TX 75202- 3714 ATTENTION: RICHARD PILAND TEL: 214-209-0987 1455 MARKET STREET, 5TH FLOOR CA5-701-05-19 SAN FRANCISCO, CA 94103 ATTENTION: CHARLES GRABER TEL: 415-436-3495	GUARANTEE CIT GROUP FUNDING OF DELAWARE LLC IS THE GUARANTOR	\$7,500,000,000	Contingent
2.	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 0.938%, DUE 2010	\$1,015,500,001	
3.	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 7.625%, DUE 2012	\$671,651,840	
4.	THE BANK OF NEW YORK (TRUSTEE)	101 BARCLAY ST FL 8W NEW YORK, NY 10286 TEL: 212-495-1784	BOND 12%, DUE 2018	\$500,560,245	

EXHIBIT D

Five Largest Secured Claims

As required under Local Rule 1007-2(a)(5), the following lists the Debtors' five largest secured claims against the Debtors on a consolidated basis, prepared in accordance with the Debtors' books and records.

The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any claim or debt listed herein is a disputed claim or debt, and to challenge the priority, nature, amount, or status of any such claim or debt. The descriptions of the collateral securing the underlying obligations are intended only as brief summaries. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control. The schedule below estimates outstanding claim amounts (including, where appropriate, principal and interest) as of October 31, 2009.

Creditor	Contact	Mailing Address & Telephone Number	Claim Amount	Type of Collateral	Disputed
None					

EXHIBIT E

Summary of Assets and Liabilities

As required under Local Rule 1007-2(a)(6), the following is a summary of the Debtors' assets and liabilities. The following financial data is the most current information available and reflects the Debtors' financial condition, on a consolidated basis, as of June 30, 2009. These consolidated amounts include assets and liabilities for CIT Group Inc. and its debtor and non-debtor subsidiaries and affiliates. The Debtors will file schedules and statements of financial affairs pursuant to Fed. R. Bankr. P. 1007(c) if ordered to do so by this Court. The information set forth below shall not constitute an admission on behalf of the Debtors, nor is it binding upon the Debtors.

Total Assets: \$71,019,200,000

Total Liabilities: \$64,901,200,000

EXHIBIT F

Debtors' Publicly Held Securities

As required under Local Rule 1007-2(a)(7), the following is a summary of the Debtors' shares of stock, debentures, and other securities that are publicly held, and the approximate number of holders thereof.

CIT Group Inc. Outstanding Stock

<u>Type of Security</u>	<u>Number of Shares/units</u>	<u>Number of Beneficial Holders</u>	<u>As of</u>
Common Stock	398,289,150 shares of common stock issued, 392,067,503 of which were outstanding	Unknown ¹	June 30, 2009
Series A Preferred Stock	14,000,000	Unknown	June 30, 2009
Series B Preferred Stock	1,500,000	Unknown	June 30, 2009
Series C Preferred Stock	11,500,000	Unknown	June 30, 2009
Series D Preferred Stock	2,330,000	1	June 30, 2009

CIT Group Inc. Outstanding Notes

<u>Title</u>	<u>Outstanding Principal Amount</u>	<u>CUSIP/ISIN</u>
6.875% Notes due November 1, 2009	USD 300,000,000	12560PCL3
4.125% Notes due November 3, 2009	USD 500,000,000	125581AM0
3.85% Notes due November 15, 2009	USD 1,959,000	12557WJP7
4.63% Notes due November 15, 2009	USD 1,349,000	12557WLV1
5.05% Notes due November 15, 2009	USD 2,800,000	12557WPC9
5.00% Notes due November 15, 2009	USD 4,217,000	12557WB26
5.00% Notes due November 15, 2009	USD 5,083,000	12557WB59

¹ The number of beneficial holders of the Debtors' common stock is unknown as of the June 30, 2009 date. As of February 17, 2009, there were approximately 75,000 beneficial holders of the Debtors' common stock and the number of shares/units was 388,770,150.

Title	Outstanding Principal Amount	CUSIP/ISIN
5.00% Notes due November 15, 2009	USD 6,146,000	12557WB83
3.95% Notes due December 15, 2009	USD 3,314,000	12557WJV4
4.80% Notes due December 15, 2009	USD 2,073,000	12557WMB4
4.70% Notes due December 15, 2009	USD 285,000	12557WPL9
4.85% Notes due December 15, 2009	USD 582,000	12557WPU9
6.25% Notes due December 15, 2009	USD 63,703,000	12557WSJ1
6.50% Notes due December 15, 2009	USD 40,994,000	12557WSM4
Floating Rate Notes due December 21, 2009.....	USD 113,000,000	12560PDL2
4.25% Notes due February 1, 2010	USD 750,000,000	125581AQ1
4.05% Notes due February 15, 2010	USD 4,172,000	12557WKE0
5.15% Notes due February 15, 2010	USD 1,918,000	12557WQC8
5.05% Notes due February 15, 2010	USD 1,497,000	12557WQL8
6.50% Notes due February 15, 2010	USD 58,219,000	12557WSX0
6.25% Notes due February 15, 2010	USD 44,138,000	12557WTE1
Floating Rate Notes due March 1, 2010	CHF 100,000,000	CH00293 82659
2.75% Notes due March 1, 2010	CHF 50,000,000	CH0029407191
Floating Rate Notes due March 12, 2010	USD 1,000,000,000	125581CX4
4.30% Notes due March 15, 2010	USD 1,822,000	12557WKL4
5.05% Notes due March 15, 2010	USD 4,241,000	12557WMH1
5.15% Notes due March 15, 2010	USD 6,375,000	12557WMP3
4.90% Notes due March 15, 2010	USD 297,000	12557WQU8
4.85% Notes due March 15, 2010	USD 784,000	12557WRC7
6.50% Notes due March 15, 2010	USD 33,677,000	12557WTL5
Floating Rate Notes due March 22, 2010	USD 150,000,000	12560PFN6
4.45% Notes due May 15, 2010	USD 3,980,000	12557WKS9
5.25% Notes due May 15, 2010	USD 2,414,000	12557WMV0
4.30% Notes due June 15, 2010	USD 1,013,000	12557WKX8
4.35% Notes due June 15, 2010	USD 1,419,000	12557WLE9
5.30% Notes due June 15, 2010	USD 2,622,000	12557WNB3
4.60% Notes due August 15, 2010	USD 1,131,000	12557WLL3
5.45% Notes due August 15, 2010	USD 11,920,000	12557WNH0
5.50% Notes due August 15, 2010	USD 1,511,000	12557WA92
4.25% Notes due September 15, 2010.....	USD 295,000	12557WLS8
5.25% Notes due September 15, 2010.....	USD 11,403,000	12557WNR8
5.20% Notes due November 3, 2010.....	USD 500,000,000	125577AS5
Floating Rate Notes due November 3, 2010.....	USD 474,000,000	125577AT3

Title	Outstanding Principal Amount	CUSIP/ISIN
5.05% Notes due November 15, 2010.....	USD 9,054,000	12557WLY5
5.25% Notes due November 15, 2010.....	USD 6,349,000	12557WNZ0
5.25% Notes due November 15, 2010.....	USD 12,292,000	12557WC33
5.25% Notes due November 15, 2010.....	USD 1,686,000	12557WC74
4.75% Notes due December 15, 2010	USD 750,000,000	12560PDB4
5.00% Notes due December 15, 2010	USD 5,842,000	12557WME8
5.05% Notes due December 15, 2010	USD 5,926,000	12557WPH8
4.90% Notes due December 15, 2010	USD 3,188,000	12557WPR6
5.25% Notes due December 15, 2010	USD 807,000	12557WSE2
6.50% Notes due December 15, 2010	USD 12,177,000	12557WSR3
6.50% Notes due January 15, 2011	USD 17,752,000	12557WSV4
4.72% Notes due February 10, 2011	CAD 400,000,000	125581AU2
5.15% Notes due February 15, 2011	USD 2,158,000	12557WPZ8
5.15% Notes due February 15, 2011	USD 1,458,000	12557WQH7
6.60% Notes due February 15, 2011	USD 25,229,000	12557WTB7
Floating Rate Notes due February 28, 2011 ⁽¹⁾	GBP 70,000,000	XS0245933 121
5.05% Notes due March 15, 2011	USD 1,560,000	12557WML2
5.00% Notes due March 15, 2011	USD 1,001,000	12557WQR5
4.90% Notes due March 15, 2011	USD 806,000	12557WQZ7
5.00% Notes due March 15, 2011	USD 1,589,000	12557WRH6
6.75% Notes due March 15, 2011	USD 7,604,000	12557WTJ0
6.50% Notes due March 15, 2011	USD 6,187,000	12557WTQ4
5.15% Notes due April 15, 2011	USD 957,000	12557WMS7
Floating Rate Notes due April 27, 2011	USD 280,225,000	125581BA5
5.60% Notes due April 27, 2011	USD 750,000,000	125581AZ1
5.40% Notes due May 15, 2011	USD 1,283,000	12557WMY4
5.35% Notes due June 15, 2011	USD 558,000	12557WNE7
Floating Rate Notes due July 28, 2011	USD 669,500,000	125581BE7
5.80% Notes due July 28, 2001.....	USD 550,000,000	125581BF4
5.35% Notes due August 15, 2011	USD 2,254,000	12557WNM9
5.20% Notes due September 15, 2001.....	USD 2,685,000	12557WNV9
Floating Rate Notes due September 21, 2011 ⁽¹⁾	GBP 40,000,000	XS0268935698
4.25% Notes due September 22, 2011 ⁽²⁾	EUR 750,000,000	XS0201605192
5.20% Notes due November 15, 2001	USD 7,392,000	12557WPD7
5.25% Notes due November 15, 2011	USD 4,427,000	12557WB34
5.25% Notes due November 15, 2011	USD 5,175,000	12557WB67

Title	Outstanding Principal Amount	CUSIP/ISIN
5.25% Notes due November 15, 2011	USD 4,944,000	12557WB91
Floating Rate Notes due November 30, 2011 ⁽¹⁾	EUR 500,000,000	XS0275670965
4.85% Notes due December 15, 2011	USD 482,000	12557WPM7
5.00% Notes due December 15, 2011	USD 1,685,000	12557WPV7
5.40% Notes due February 13, 2012	USD 479,996,000	125581CT3
Floating Rate Notes due February 13, 2012	USD 654,250,000	125581CU0
5.25% Notes due February 15, 2012	USD 2,937,000	12557WQD6
5.15% Notes due February 15, 2012	USD 1,532,000	12557WQM6
7.25% Notes due February 15, 2012	USD 30,577,000	12557WSY8
7.00% Notes due February 15, 2012	USD 17,676,000	12557WTF8
5.00% Notes due March 15, 2012	USD 482,000	12557WQV6
5.00% Notes due March 15, 2012	USD 1,059,000	12557WRD5
7.25% Notes due March 15, 2012	USD 13,609,000	12557WTM3
7.75% Notes due April 2, 2012	USD 259,646,000	125581AB4
5.75% Notes due August 15, 2012	USD 466,000	12557WA68
3.80% Notes due November 14, 2012 ⁽¹⁾	EUR 450,000,000	XS0234935434
5.50% Notes due November 15, 2012	USD 2,711,000	12557WC41
5.50% Notes due November 15, 2012	USD 1,381,000	12557WC82
7.63% Notes due November 30, 2012	USD 1,277,653,000	125577AZ9
5.50% Notes due December 15, 2012	USD 495,000	12557WSF9
7.00% Notes due December 15, 2012	USD 36,343,000	12557WSK8
7.25% Notes due December 15, 2012	USD 19,425,000	12557WSN2
7.30% Notes due December 15, 2012	USD 11,775,000	12557WSS1
Floating Rate Notes due December 21, 2012	USD 290,705,000	12560PEP2
6.15% Notes due January 15, 2013	USD 29,038,000	12557WAZ4
6.25% Notes due January 15, 2013	USD 62,461,000	12557WBC4
6.15% Notes due January 15, 2013	USD 52,560,000	12557WBF7
6.25% Notes due January 15, 2013	USD 53,967,000	12557WBJ9
7.50% Notes due January 15, 2013	USD 27,292,000	12557WSW2
6.25% Notes due February 15, 2013	USD 22,781,000	12557WBM2
6.20% Notes due February 15, 2013	USD 24,387,000	12557WBQ3
6.00% Notes due February 15, 2013	USD 22,368,000	12557WBT7
7.60% Notes due February 15, 2013	USD 23,615,000	12557WTC5
6.15% Notes due February 15, 2013	USD 23,318,000	12557WBW0
5.40% Notes due March 7, 2013	USD 483,516,000	125581AX6
7.75% Notes due March 15, 2013	USD 18,242,000	12557WTK7

Title	Outstanding Principal Amount	CUSIP/ISIN
7.90% Notes due March 15, 2013	USD 17,591,000	12557WTN1
7.25% Notes due March 15, 2013	USD 5,350,000	12557WTR2
6.00% Notes due March 15, 2013	USD 26,178,000	12557WBZ3
6.00% Notes due March 15, 2013	USD 27,547,000	12557WCC3
6.10% Notes due March 15, 2013	USD 27,499,000	12557WCF6
6.25% Notes due March 15, 2013	USD 26,121,000	12557WCJ8
6.15% Notes due April 15, 2013	USD 24,593,000	12557WCM1
6.15% Notes due April 15, 2013	USD 28,983,000	12557WCQ2
6.05% Notes due April 15, 2013	USD 19,386,000	12557WCT6
6.05% Notes due May 15, 2013	USD 44,494,000	12557WCW9
4.95% Notes due May 15, 2013	USD 9,133,000	12557WCZ2
4.95% Notes due May 15, 2013	USD 11,492,000	12557WDC2
4.88% Notes due June 15, 2013	USD 6,237,000	12557WDF5
4.85% Notes due June 15, 2013	USD 7,956,000	12557WDJ7
4.60% Notes due June 15, 2013	USD 9,421,000	12557WDM0
4.45% Notes due June 15, 2013	USD 5,051,000	12557WDQ1
Floating Rate Notes due June 20, 2013 ⁽¹⁾	EUR 500,000,000	XS0258343564
5.05% Notes due July 15, 2013	USD 5,228,000	12557WEF4
4.65% Notes due July 15, 2013	USD 9,267,000	12557WDT5
4.75% Notes due July 15, 2013	USD 2,318,000	12557WDW8
5.00% Notes due July 15, 2013	USD 15,182,000	12557WDZ1
4.75% Notes due July 15, 2013	USD 5,779,000	12557WEC1
5.30% Notes due August 15, 2013	USD 7,479,000	12557WEJ6
5.50% Notes due August 15, 2013	USD 2,903,000	12557WEM9
5.50% Notes due August 15, 2013	USD 6,810,000	12557WEQ0
5.40% Notes due September 15, 2013	USD 2,445,000	12557WET4
5.50% Notes due September 15, 2013	USD 4,171,000	12557WEW7
5.25% Notes due September 15, 2013	USD 4,374,000	12557WEZ0
5.20% Notes due September 15, 2013	USD 4,378,000	12557WFC0
5.20% Notes due October 15, 2013	USD 5,497,000	12557WFF3
5.20% Notes due October 15, 2013	USD 8,130,000	12557WFJ5
5.25% Notes due October 15, 2013	USD 3,359,000	12557WFM8
5.30% Notes due November 15, 2013	USD 3,146,000	12557WFAQ9
5.10% Notes due November 15, 2013	USD 7,480,000	12557WFT3
5.40% Notes due December 15, 2013	USD 5,783,000	12557WFW6
5.20% Notes due December 15, 2013	USD 7,241,000	12557WFZ9

Title	Outstanding Principal Amount	CUSIP/ISIN
5.10% Notes due January 15, 2014	USD 2,897,000	12557WGC9
4.85% Notes due January 15, 2014	USD 1,333,000	12557WGF2
5.00% Notes due February 13, 2014	USD 671,749,000	125581AH1
5.00% Notes due February 15, 2014	USD 5,957,000	12557WGJ4
4.90% Notes due February 15, 2014	USD 1,958,000	12557WGM7
7.85% Notes due February 15, 2014	USD 23,034,000	12557WSZ5
7.65% Notes due February 15, 2014	USD 10,897,000	12557WTG6
4.80% Notes due March 15, 2014	USD 4,492,000	12557WGQ8
4.60% Notes due March 15, 2014	USD 4,211,000	12557WGT2
7.85% Notes due March 15, 2014	USD 4,573,000	12557WTS0
4.80% Notes due April 15, 2014	USD 2,177,000	12557WGW5
5.10% Notes due April 15, 2014	USD 5,735,000	12557WGZ8
5.00% Notes due May 13, 2014 ⁽²⁾	EUR 463,405,000	XS0192461837
5.25% Notes due May 15, 2014	USD 4,898,000	12557WHC8
5.80% Notes due May 15, 2014	USD 11,357,000	12557WHF1
5.70% Notes due June 15, 2014	USD 8,890,000	12557WHJ3
5.75% Notes due June 15, 2014	USD 10,815,000	12557WHM6
5.75% Notes due June 15, 2014	USD 1,930,000	12557WRU7
5.85% Notes due June 15, 2014	USD 1,593,000	12557WRX1
6.00% Notes due June 15, 2014	USD 10,892,000	12557WSA0
5.65% Notes due July 15, 2014	USD 8,504,000	12557WHQ7
5.30% Notes due July 15, 2014	USD 10,005,000	12557WHT1
5.20% Notes due August 15, 2014	USD 5,691,000	12557WHW4
5.30% Notes due August 15, 2014	USD 3,915,000	12557WHZ7
6.00% Notes due August 15, 2014	USD 2,555,000	12557WA27
6.00% Notes due August 15, 2014	USD 2,389,000	12557WA76
5.25% Notes due September 15, 2014	USD 16,332,000	12557WJC6
5.05% Notes due September 15, 2014	USD 17,112,000	12557WJF9
5.125% Notes due September 30, 2014	USD 638,267,000	125581AK4
4.90% Notes due October 15, 2014	USD 5,520,000	12557WJJ1
5.10% Notes due October 15, 2014	USD 13,944,000	12557WJM4
5.05% Notes due November 15, 2014	USD 7,238,000	12557WJQ5
5.50% Notes due December 1, 2014 ⁽²⁾	GBP 480,000,000	XS0207079764
5.125% Notes due December 15, 2014	USD 7,632,000	12557WJT9
5.10% Notes due December 15, 2014	USD 18,101,000	12557WJW2
5.05% Notes due January 15, 2015	USD 6,302,000	12557WJZ5

Title	Outstanding Principal Amount	CUSIP/ISIN
5.00% Notes due February 1, 2015	USD 671,141,000	125581AR9
4.95% Notes due February 15, 2015	USD 6,678,000	12557WKC4
4.90% Notes due February 15, 2015	USD 6,848,000	12557WKF7
7.90% Notes due February 15, 2015	USD 24,329,000	12557WTD3
5.10% Notes due March 15, 2015	USD 12,247,000	12557WKJ9
5.05% Notes due March 15, 2015	USD 2,575,000	12557WKM2
4.25% Notes due March 17, 2015 ⁽²⁾	EUR 412,500,000	XS0215269670
5.375% Notes due April 15, 2015	USD 6,369,000	12557WKQ3
5.25% Notes due May 15, 2015	USD 15,954,000	12557WKT7
5.30% Notes due May 15, 2015	USD 27,090,000	12557WKW0
5.10% Notes due June 15, 2015	USD 14,930,000	12557WKZ3
5.05% Notes due June 15, 2015	USD 10,912,000	12557WLA7
5.20% Notes due June 15, 2015	USD 8,322,000	12557WLF6
5.30% Notes due August 15, 2015	USD 10,741,000	12557WLJ8
5.375% Notes due August 15, 2015	USD 15,892,000	12557WLM1
5.25% Notes due September 15, 2015	USD 11,241,000	12557WLQ2
5.10% Notes due September 15, 2015	USD 4,898,000	12557WLT6
5.50% Notes due November 15, 2015	USD 4,016,000	12557WLW9
5.80% Notes due November 15, 2015	USD 7,456,000	12557WLZ2
5.75% Notes due December 15, 2015	USD 8,155,000	12557WMC2
5.80% Notes due December 15, 2015	USD 12,621,000	12557WMF5
5.40% Notes due January 30, 2016	USD 604,263,000	125581AW8
5.85% Notes due March 15, 2016	USD 14,372,000	12557WMJ7
5.80% Notes due March 15, 2016	USD 11,705,000	12557WMM0
6.00% Notes due March 15, 2016	USD 69,046,000	12557WMQ1
5.88% Notes due April 15, 2016	USD 4,888,000	12557WMT5
6.05% Notes due May 15, 2016	USD 14,943,000	12557WMW8
6.15% Notes due May 15, 2016	USD 18,636,000	12557WMZ1
6.10% Notes due June 15, 2016	USD 15,478,000	12557WNC1
6.10% Notes due June 15, 2016	USD 17,660,000	12557WNF4
6.20% Notes due August 15, 2016	USD 37,135,000	12557WNJ6
6.13% Notes due August 15, 2016	USD 36,401,000	12557WNN7
5.85% Notes due September 15, 2016	USD 391,533,000	12558 1CS5
6.05% Notes due September 15, 2016	USD 31,772,000	12557WNS6
5.95% Notes due September 15, 2016	USD 11,219,000	12557WNW7
4.65% Notes due September 19, 2016	EUR 474,000,000	XS0268133799

Title	Outstanding Principal Amount	CUSIP/ISIN
6.00% Notes due November 15, 2016.....	USD 29,155,000	12557WPA3
5.95% Notes due November 15, 2016.....	USD 13,264,000	12557WPE5
Floating Rate Notes due December 14, 2016.....	USD 34,452,000	12560PDK4
5.80% Notes due December 15, 2016	USD 35,842,000	12557WPJ4
5.65% Notes due December 15, 2016	USD 8,701,000	12557WPN5
5.70% Notes due December 15, 2016	USD 9,571,000	12557WPS4
5.70% Notes due December 15, 2016	USD 9,817,000	12557WPW5
5.50% Notes due December 20, 2016	GBP 367,400,000	XS0278525992
5.65% Notes due February 13, 2017	USD 548,087,000	125577AY2
5.85% Notes due February 15, 2017	USD 7,724,000	12557WQA2
5.95% Notes due February 15, 2017	USD 11,074,000	12557WQE4
5.85% Notes due February 15, 2017	USD 6,471,000	12557WQJ3
5.80% Notes due February 15, 2017	USD 7,792,000	12557WQN4
Floating Rate Notes due March 15, 2017	USD 50,000,000	12560PDR9
5.75% Notes due March 15, 2017	USD 6,741,000	12557WQS3
5.75% Notes due March 15, 2017	USD 13,498,000	12557WQW4
5.70% Notes due March 15, 2017	USD 9,533,000	12557WRA1
5.65% Notes due March 15, 2017	USD 5,935,000	12557WRE3
5.75% Notes due March 15, 2017	USD 10,298,000	12557WRJ2
5.75% Notes due May 15, 2017	USD 2,708,000	12557WRL7
5.80% Notes due May 15, 2017	USD 3,779,000	12557WRN3
5.80% Notes due May 15, 2017	USD 5,038,000	12557WRQ6
5.38% Notes due June 15, 2017 ⁽⁵⁾	GBP 300,000,000	XS027632734
6.00% Notes due June 15, 2017	USD 23,842,000	12557WRS2
6.00% Notes due June 15, 2017	USD 8,205,000	12557WRV5
6.10% Notes due June 15, 2017	USD 6,648,000	12557WRY9
6.25% Notes due June 15, 2017	USD 10,535,000	12557WSB8
6.25% Notes due August 15, 2017	USD 1,190,000	12557WA35
6.25% Notes due November 15, 2017	USD 8,958,000	12557WB42
6.25% Notes due November 15, 2017	USD 11,778,000	12557WB75
6.25% Notes due November 15, 2017	USD 6,339,000	12557WC25
6.40% Notes due November 15, 2017	USD 3,404,000	12557WC58
6.50% Notes due November 15, 2017	USD 2,197,000	12557WC90
10-Year Forward Rate Bias Notes due December 11, 2017 ⁽³⁾	USD 500,000,000	N/A
6.50% Notes due December 15, 2017	USD 556,000	12557WSG7

Title	Outstanding Principal Amount	CUSIP/ISIN
7.50% Notes due December 15, 2017	USD 24,275,000	12557WSL6
7.75% Notes due December 15, 2017	USD 14,936,000	12557WSP7
7.80% Notes due December 15, 2017	USD 8,731,000	12557WST9
12.00% Notes due December 18, 2018	USD 1,117,448,000	125581FS2
12.00% Notes due December 18, 2018	USD 31,559,000	U17186AF1
5.80% Senior Notes due October 1, 2036 ⁽⁴⁾	USD 316,015,000	12560PFP1
6.25% Notes due August 15, 2021	USD 43,204,000	12557WNP2
6.35% Notes due August 15, 2021	USD 19,139,000	12557WNB3
6.15% Notes due September 15, 2021	USD 27,174,000	12557WNX5
6.25% Notes due September 15, 2021	USD 38,817,000	12557WNT4
6.10% Notes due November 15, 2021	USD 63,647,000	12557WPF2
6.25% Notes due November 15, 2021	USD 35,172,000	12557WPB1
5.85% Notes due December 15, 2021	USD 14,529,000	12557WPP0
5.875% Notes due December 15, 2021	USD 18,181,000	12557WPT2
5.90% Notes due December 15, 2021	USD 18,463,000	12557WPX3
6.00% Notes due December 15, 2021	USD 58,477,000	12557WPK1
5.95% Notes due February 15, 2022	USD 12,325,000	12557WQP9
6.00% Notes due February 15, 2022	USD 47,741,000	12557WQB0
6.00% Notes due February 15, 2022	USD 36,570,000	12557WQK0
6.05% Notes due February 15, 2022	USD 24,258,000	12557WQF1
5.85% Notes due March 15, 2022	USD 12,016,000	12557WQX2
5.85% Notes due March 15, 2022	USD 15,025,000	12557WRB9
5.85% Notes due March 15, 2022	USD 19,227,000	12557WRF0
5.90% Notes due March 15, 2022	USD 8,296,000	12557WQT1
5.95% Notes due March 15, 2022	USD 27,181,000	12557WRK9
6.00% Notes due May 15, 2022	USD 13,726,000	12557WRM5
6.00% Notes due May 15, 2022	USD 18,355,000	12557WRP8
6.00% Notes due May 15, 2022	USD 11,441,000	12557WRR4
6.15% Notes due June 15, 2022	USD 30,302,000	12557WRT0
6.20% Notes due June 15, 2022	USD 6,819,000	12557WRW3
6.25% Notes due June 15, 2022	USD 4,611,000	12557WRZ6
6.50% Notes due June 15, 2022	USD 15,028,000	12557WSC6
6.50% Notes due August 15, 2022	USD 1,457,000	12557WA43
6.50% Notes due August 15, 2022	USD 397,000	12557WA84
6.70% Notes due November 15, 2022	USD 1,930,000	12557WC66
6.75% Notes due November 15, 2022	USD 2,609,000	12557WSD4

Title	Outstanding Principal Amount	CUSIP/ISIN
6.75% Notes due December 15, 2022	USD 676,000	12557WSH5
6.00% Notes due April 1, 2036.....	USD 309,021,000	125581AY4
2.83% Notes due April 2, 2036 ⁽⁶⁾	JPY 20,000,000	XS0249719534
Hybrid Equity Units		125581405

- (1) Listed on the London Stock Exchange. Following consummation of the Plan, the Debtors intend to delist these notes from the London Stock Exchange's Gilt Edged and Fixed Interest Market.
- (2) Listed on the Luxembourg Stock Exchange. Following consummation of the Plan, the Debtors intend to delist these notes from the Luxembourg Stock Exchange.
- (3) These securities are not listed with the Depository Trust Company.
- (4) The 5.80% Senior Notes due October 1, 2036 have a put right on October 1, 2018.
- (5) The 5.38% Notes due June 15, 2017 have a put right on June 15, 2010.
- (6) These securities are not listed with the Depository Trust Company ("DTC").

CIT Group Funding Company of Delaware LLC Outstanding Notes

Title	Outstanding Principal Amount	CUSIP/ISIN
4.65% Notes due July 1, 2010.....	USD 1,000,000,000	125568AA3/ 125568AB1
5.60% Notes due November 2, 2011	USD 487,000,000	125568AE5
5.20% Notes due June 1, 2015	USD 657,408,000	125568AC9/ 125568AD7

Stock Ownership of Officers and Directors

The table below shows, as of September 2, 2009, the number of shares of CIT Group Inc. common stock directly and indirectly owned by each director and named executive officers as well as shares issuable upon the exercise of stock options.²

Name of Officer or Director	Number of Shares Owned	Number of Shares Issuable Upon the Exercise of Stock Options
Jeffrey M. Peek	531,390	1,398,943
Michael A. Carpenter	29,781	89,623
William M. Freeman	21,691	92,450
Marianne M. Parrs	35,923	92,287
John R. Ryan	35,625	92,184
Christopher H. Shays	29,781	89,623
Seymour Sternberg	24,838	78,610
Peter J. Tobin	29,875	107,348
Lois M. Van Deusen	37,767	128,931
Alexander T. Mason	784,893	1,107,895
Joseph M. Leone	131,689	666,879
Ron G. Arrington	41,571	115,342
John F. Daly	41,663	214,505
James J. Duffy	59,135	289,171
Nancy J. Foster	14,400	68,572
Kelley J. Gipson	32,842	147,239
Robert J. Ingato	63,525	367,232
C. Jeffrey Knittel	55,511	246,492

² Source: CIT Group Inc. Stock Ownership Table located at <http://www.cit.com/wcmprod/groups/content/@wcm/@cit/@corporate-governance/documents/information/stock-ownership-table.pdf>.

EXHIBIT G

Debtors' Property Not in the Debtors' Possession

As required under Local Rule 1007-2(a)(8), the following describes the Debtors' property in the possession or custody of any custodian, public officer, mortgagee, pledgee, assignee of rents, secured creditor, or agent for any such entity.

- Certain of the Debtors' landlords hold security deposits during the term of the underlying leases.
- Certain of the Debtors' utility providers hold security deposits.

EXHIBIT H

Debtors' Owned and Leased Property

As required under Local Rule 1007-2(a)(9), the following lists premises owned, leased or held under other arrangement from which the Debtors operate their business.

Owned Property

The Debtors do not own any real property.

Leased Property⁴

Address	Named Tenant⁵	Lease Term	Named Landlord
300 S. Grand Ave. Los Angeles, CA	CIT Group, Inc.	1/1/1995– 9/30/2015	Maguire Properties & 300 South Grand Avenue
383 Main Avenue Norwalk, CT	CIT Group, Inc.	11/17/2006-2/28/2015	Fairfield MerrittView Limited Partnership c/o W&M Properties of Conecticut, Inc.
505 5th Avenue New York, NY	CIT Group, Inc.	10/5/2005- 5/31/2021	Fifth at 42nd LLC
11 West 42nd Street New York, NY	CIT Group, Inc.	5/1/2006- 4/30/2021	11 West 42 Realty Investors, L.L.C.
50 Williams Parkway East Hanover, NJ	CIT Group, Inc.	1/1/1993- 12/31/2010	Eric Richard I.B., L.L.C.
301 S. Tryon Charlotte, NC	CIT Group, Inc.	2/1/1981- 8/31/2010	Wachovia Corporate Real Estate

⁴ The classification of the contractual agreements listed herein as real property leases or property held by other arrangements is not binding upon the Debtors. Due to the size and complexity of the Debtors' business operations, this list may not be inclusive of all of the real property leased by the Debtors. Moreover, some of the leases listed herein may have expired or may have been terminated.

⁵ In addition to the properties set forth in the above list, certain affiliates of the Debtors are named tenants of other leased properties for which the Debtors act as guarantors of each respective affiliate's performance under such lease.

EXHIBIT I

As required under Local Rule 1007-2(a)(10), the following describes the location of the Debtors' substantial assets, the location of its books and records, and the nature, location, and value of any assets held by the Debtors outside the territorial limits of the United States.

Location of the Debtors' Substantial Assets

The Debtors maintain bank accounts at various institutions. The Debtors also have assets, including furniture, fixtures, equipment and various other assets, in every location from which they operate their business.

Location of the Debtors' Books and Records

The books and records of CIT Group Inc. are located at their corporate headquarters located at 505 Fifth Avenue, New York, New York 10016 and their Livingston, New Jersey office located at 1 CIT Drive, Livingston, New Jersey 07039.

The books and records of CIT Group Funding Company of Delaware LLC are located at its corporate parent's office located at 1 CIT Drive, Livingston, New Jersey 07039.

Nature, Location, and Value of Assets Located Outside of the United States

The Debtors maintain a limited number of bank accounts outside the United States. The U.S. dollar equivalent of funds in such bank accounts is approximately \$6 million. There are no other material assets of the Debtors located outside the United States.

EXHIBIT J

Litigation

Pursuant to Local Bankruptcy Rule 1007-2(a)(11), to the best of the Debtors' knowledge, belief and understanding, there are no actions or proceedings pending or threatened against the Debtors or their properties, as of the Petition Date, where a judgment against the Debtors or a seizure of their property may be imminent.

As set forth in the Debtors' Form 10-K filed on or about March 2, 2009, the Debtors are parties to numerous lawsuits and proceedings, including putative class action lawsuits alleging violations of securities laws or state consumer protection laws. Moreover, the Debtors are also subject to government investigations. The Debtors believe that except as set forth below, none of these lawsuits or investigations will result in a judgment or seizure of property which is imminent.

EXHIBIT K

Senior Management

As required under Local Rule 1007-2(a)(12), the following lists the names of the individuals who comprise the Debtors' executive officers, their tenure with the Debtor, and a brief summary of their relevant responsibilities and experience.

Name/Position	Experience/Responsibilities
<u>Jeffrey M. Peek</u> Chairman of the Board and Chief Executive Officer	Jeffrey M. Peek has served as CIT Group Inc.'s Chief Executive Officer since July 2004 and as Chairman of the Board of Directors of CIT Group Inc. since January 1, 2005. Mr. Peek joined CIT Group Inc. as President and Chief Operating Officer and as a director in September 2003. Previously, Mr. Peek was Vice Chairman of Credit Suisse First Boston LLC ("CSFB") and was responsible for the firm's Financial Services Division, including Credit Suisse Asset Management, Pershing and Private Client Services. He was on the Group Executive Board of Credit Suisse Group as well as a member of CSFB's Executive Board and Operating Committee. Prior to joining CSFB in 2002, Mr. Peek was with Merrill Lynch since 1983, where he rose to the level of Executive Vice President of Merrill Lynch & Co., Inc. and was President of Merrill Lynch Investment Managers. He also served on the Executive Management Committee of Merrill Lynch & Co. Mr. Peek is Chairman of the Advisory Board, Bendheim Financial Center, Princeton University; Advisor to the Executive Board of Diamond Castle Holdings; Member of the New York Public Library President's Council, Member of the Board of Directors and Chairman's Council of the Metropolitan Museum of Art; and a member of the Investment Committee for St. Matthews Church, Bedford, NY.
<u>James J. Duffy</u> Executive Vice President – Human Resources	James J. Duffy has served as Executive Vice President - Human Resources since April 2006. Previously, Mr. Duffy was Senior Vice President of Human Resources for Citigroup's Global Consumer Group. Before working at Citigroup, he held senior human resources positions at other major banking and manufacturing companies, including AlliedSignal, Ingersoll-Rand, Banker's Trust and General Electric. Mr. Duffy serves on the Board of Jobs for America's Graduates and is a longtime supporter and sponsor of the Center for Advanced Human Resources Studies at Cornell University.
<u>Nancy Foster</u> Executive Vice President and Chief Risk Officer	Nancy J. Foster has served as Executive Vice President and Chief Risk Officer since March 1, 2008. Previously Ms. Foster, was Chief Credit Officer since January 2007. Prior to joining CIT, she was Group Senior Vice President at LaSalle Bank Corporation, a wholly owned subsidiary of ABN AMRO, NV. During her tenure at LaSalle, she held several roles in Middle Market Lending and Credit Risk Management. Ms. Foster also played key roles in the strategy and integration of several of ABN AMRO's U.S. acquisitions. In her most recent role at LaSalle, Ms. Foster oversaw five commercial banking specialized industry sectors, including a growing Financial Services practice.
<u>Kelley J. Gipson</u> Executive Vice President, Chief Staff and Director,	Kelley J. Gipson has served as Executive Vice President - Brand Marketing and Communications since September 2004. Previously, Ms. Gipson served as Senior Vice President, Director of Marketing and Communications since June 2000.

Name/Position	Experience/Responsibilities
Brand Marketing and Communications	Prior to joining CIT, she was Executive Vice President and Group Account Director with DraftWorldwide, a predecessor of Draftcb, and has also held a number of management positions within the advertising sector. She is a member of the Executive Committee and the Women's Leadership Council. She also belongs to the Business Marketing Association and New York Women in Communications Inc.
<u>Robert J. Ingato</u> Executive Vice President, General Counsel and Secretary	Robert J. Ingato has served as Executive Vice President and General Counsel since June 2001, and as Secretary since August 14, 2002. Previously, Mr. Ingato served as Executive Vice President and Deputy General Counsel since November 1999. Mr. Ingato also served as Executive Vice President of Newcourt Credit Group Inc., which was acquired by CIT, since January 1998, as Executive Vice President and General Counsel of AT&T Capital Corporation, a predecessor of Newcourt, since 1996, and in a number of other legal positions with AT&T Capital since 1988. He is a member of the Board of Trustees of both the Liberty Science Center and the New Jersey Historical Society. He also serves on the executive Committee of the Morris County American Heart Association.
<u>Joseph M. Leone</u> Vice Chairman and Chief Financial Officer	Joseph M. Leone has served as Vice Chairman and Chief Financial Officer since September 2003. Previously, Mr. Leone served as Executive Vice President and Chief Financial Officer since July 1995. Mr. Leone served as Executive Vice President of Sales Financing, a business unit of CIT Group Inc., from June 1991, Senior Vice President and Controller since March 1986, and in a number of other executive and management positions with Manufacturers Hanover Corporation since May 1983. Mr. Leone is a certified public accountant. Mr. Leone is a member of the American Institute of Certified Public Accountants and the New York Society of Certified Public Accountants. He is a member of the Board of Trustees of both the Ramapo College Foundation and the Bernard Baruch College. He also serves on a variety of advisory boards, including Archbishop Molloy High School and the American Heart Association.
<u>Alexander T. Mason</u> President and Chief Operating Officer	Alexander T. Mason has served as President and Chief Operating Officer since June 2008. Prior to joining CIT, Mr. Mason served as Vice Chairman and Chief Operating Officer of Mercantile Bankshares Corporation from November 2003 until its March 2007 acquisition by PNC Bank. Before then Mr. Mason held a succession of executive positions at Deutsche Bank and Bankers Trust, including the position of Vice Chairman, Deutsche Bank Americas, and prior to that he was Chief Operating Officer for Global Corporate Finance. Prior to Deutsche Bank, he spent more than 20 years at Bankers Trust where he last held the position of Managing Director and Co-Head of Corporate Finance. He currently serves as Chairman of the Boards of the Maryland Science Center and Business Volunteers Unlimited and is a member of the Board of Mercy Health Services in Baltimore.

EXHIBIT L

**Payments to Employees, Officers, Directors, Stockholders,
and Financial and Business Consultants**

As required under Local Rule 1007-2(b)(1)-(2), the following provides (i) the estimated amount of weekly payroll to the Debtors' employees (exclusive of officers, directors, and stockholders) for the thirty (30) day period following the filing of these chapter 11 petitions, (ii) the estimated amount proposed to be paid to officers and directors⁶ for services for the thirty (30) day period following the filing of these chapter 11 petitions; and (iii) the estimated amount proposed to be paid to financial or business consultants for services for the thirty (30) day period following the filing of these chapter 11 petitions.

Estimate of Thirty Day Post Petition Payroll (Exclusive of Officers and Directors)⁷	Estimate of Thirty Day Post Petition Payroll to Officers and Directors⁸	Payments to Financial and Business Consultants⁹
\$4,300,000	\$649,000	\$0

⁶ The Debtors cannot estimate payroll paid to stockholders as the Debtors' employees may be holders of stock through compensation programs.

⁷ Excludes employer paid taxes.

⁸ Excludes employer paid taxes.

⁹ Excludes ordinary course professional payments. Due to the bankruptcy process, bankruptcy professionals are not expected to receive payments during the 30 day period following the filing of the chapter 11 petitions.

EXHIBIT M

**Cash Receipts and Disbursements, Cash Gain or Loss, and
Unpaid Obligations and Receivables**

As required under Local Rule 1007-2(b)(3), the following is a schedule for the thirty (30) day period following the filing of these chapter 11 petitions of estimated (i) cash receipts, (ii) cash disbursements, (iii) net cash gain or loss, (iv) obligations expected to accrue but remain unpaid, and (v) receivables expected to accrue but remain unpaid.

Cash Receipts¹⁰	\$0
Cash Disbursements¹¹	\$115 million
Net Cash Gain (Loss)	(\$115) million
Unpaid Obligations¹²	\$966 million
Unpaid Receivables	\$0

¹⁰ Excludes immaterial interest income.

¹¹ Assumes first day motions are granted.

¹² Includes approximately \$821 million of scheduled principal payments on debt and \$145 million of interest on debt.